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November 6, 2003
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VIA HAND DELIVERY

Hon. Deborah Taylor Tate, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37238

Re: *Implementation of the Federal Communications Commission's
Triennial Review Order (Nine-month Proceeding)(Switching)*
Docket No. 03-00491

Dear Chairman Tate:

Enclosed are the original and fourteen copies of BellSouth's General and Specific Objections to AT&T's First Interrogatories and First Request for Production of Documents. Copies of the enclosed are being provided to counsel of record.

Very truly yours,



Guy M. Hicks

GMH:ch

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In Re: *Implementation of the Federal Communications Commission's
Triennial Review Order (Nine-month Proceeding)(Switching)*

Docket No. 03-00491

**BELLSOUTH TELECOMMUNICATIONS, INC.'S
GENERAL AND SPECIFIC OBJECTIONS TO
AT&T COMMUNICATIONS OF THE SOUTH CENTRAL
STATES, LLC'S FIRST INTERROGATORIES AND
FIRST REQUEST FOR PRODUCTION OF DOCUMENTS**

BellSouth Telecommunications, Inc. ("BellSouth") hereby files the following General and Specific Objections to AT&T Communications of the South Central States, LLC's ("AT&T") First Set of Interrogatories and First Request for Production of Documents, dated October 27, 2003.

The objections stated herein are preliminary in nature. Should additional grounds for objection be discovered as BellSouth prepares its answers to the above-referenced interrogatories and request for production of documents, BellSouth reserves the right to supplement, revise, or modify its objections at the time it serves its responses.

BellSouth notes also that in connection with ongoing proceedings in other jurisdictions that it has requested certain clarifications to some of AT&T's interrogatories. If AT&T has not clarified its requests BellSouth will note in its responses the additional information that is required to provide responses.

GENERAL OBJECTIONS

1. BellSouth objects to the interrogatories and requests for production to the extent they seek to impose an obligation on BellSouth to respond on behalf of subsidiaries, affiliates, or other persons that are not parties to this case on the grounds that such interrogatories and requests for production are overly broad, unduly burdensome, oppressive, and not permitted by applicable discovery rules. Specifically, AT&T defines BellSouth to include, in relevant part, "parents, subsidiaries, and affiliates...". BellSouth will not be responding to discovery that seeks information from parent and affiliate companies.

2. BellSouth objects to the interrogatories and requests for production to the extent they are intended to apply to matters other than those subject to the jurisdiction of the Authority. BellSouth objects to such interrogatories and requests for production as being irrelevant, overly broad, unduly burdensome, and oppressive.

3. BellSouth objects to each and every interrogatory and request for production and instruction to the extent that such request or instruction calls for information that is exempt from discovery by virtue of the attorney-client privilege, work product privilege, or other applicable privilege.

4. BellSouth objects to each and every interrogatory and request for production insofar as the interrogatories and requests are vague, ambiguous, overly broad, imprecise, or utilizes terms that are subject to multiple interpretations but are not properly defined or explained for purposes of these interrogatories and requests for production. Any answers provided by BellSouth in response to the

interrogatories and requests for production will be provided subject to, and without waiver of, the foregoing objection.

5. BellSouth objects to each and every interrogatory and request for production insofar as it is not reasonably calculated to lead to the discovery of admissible evidence and is not relevant to the subject matter of this action. BellSouth will attempt to note in its responses each instance where this objection applies.

6. BellSouth objects to providing information to the extent that such information is already in the public record before the Authority.

7. BellSouth objects to AT&T's discovery requests, instructions and definitions, insofar as they seek to impose obligations on BellSouth that exceed the requirements of the Tennessee Rules of Civil Procedure or Tennessee Law.

8. BellSouth objects to each and every interrogatory and request for production, insofar as any of them are unduly burdensome, expensive, oppressive, or excessively time consuming as written.

9. BellSouth is a large corporation with employees located in many different locations. In the course of its business, BellSouth creates countless documents that are not subject to commission or FCC retention of records requirements. These documents are kept in numerous locations that are frequently moved from site to site as employees change jobs or as the business is reorganized. Therefore, it is possible that not every document has been identified in response to these requests. BellSouth will conduct a search of those files that are reasonably expected to contain the requested information. To the extent that

the requests purport to require more, BellSouth objects on the grounds that compliance would impose an undue burden or expense.

10. BellSouth objects to each and every interrogatory and request for production to the extent that the information requested constitutes "trade secrets." To the extent that AT&T requests proprietary confidential business information, BellSouth will make such information available in accordance with the parties' Protective Agreement and the Protective Order to be entered in this proceeding, subject to any other general or specific objections contained herein.

11. To the extent that such requests are overly broad and unduly burdensome, BellSouth objects to any discovery request that seeks to obtain "all" of particular documents, items, or information. Any answers provided by BellSouth in response to this discovery will be provided subject to, and without waiver of, the foregoing objection.

SPECIFIC OBJECTIONS TO INTERROGATORIES

REQUEST NO. 40: Provide, for each individual CO, end office, and serving wire center:

- (b) total collocation space currently occupied by carriers;
- (c) names of carriers currently occupying collocation space;

RESPONSE: BellSouth objects to Interrogatory 40, subparts (b) and (c), on the grounds that it seeks information that BellSouth cannot disclose under the

FCC's Customer Proprietary Network Information ("CPNI") rules, 47 CFR §64.2007. Pursuant to federal law, BellSouth will not provide CPNI protected information without a valid subpoena. BellSouth will provide the CPNI protected information if served with a valid TRA subpoena by a party who has signed the Protective Order and Agreement.

REQUEST NO. 88: In BellSouth's nine-state region, in BellSouth's Central Offices that currently have one or more collocators, please provide the following information for each of those central offices:

- c) The number of collocations by collocation type;
- d) The total amount of space currently being used by collocators;
- f) Names of carriers currently occupying collocation space;
- g) The date the carriers took occupancy;

RESPONSE: BellSouth objects to Interrogatory 88, subparts (c), (d), (f), and (g) on the grounds that it seeks information that BellSouth cannot disclose under the FCC's Customer Proprietary Network Information rules, 47 CFR §64.2007. Pursuant to federal law, BellSouth will not provide CPNI protected information without a valid subpoena. BellSouth will provide the CPNI protected information if served with a valid TRA subpoena by a party who has signed the Protective Order and Agreement.

REQUEST NO. 92: For out-of-region long distance services provided to mass-market customers, specify how BellSouth obtains interexchange switching and transport capacity and the percentage of long distance services for

interLATA voice mass-market customers that is provided using such non-BellSouth facilities.

RESPONSE: BellSouth objects to Interrogatory No. 92 on the grounds that it seeks information that is not within BellSouth's possession, custody or control and it seeks to impose an obligation on BellSouth to respond on behalf of its subsidiaries or affiliates. BellSouth further objects to this interrogatory on the grounds that it is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence. BellSouth does not intend to provide a further response to this Interrogatory.

REQUEST NO. 95: If the BellSouth is proposing a new rate for de-listed local switching with a higher allocation of joint and common costs than its cost-based rates, please provide for comparison:

- a) Provide the current average per-minute revenue BellSouth derives from the sale of retail interLATA long distance service.
- b) Provide BellSouth's current average per-minute long distance network costs, net of access charges.

RESPONSE: BellSouth objects to Interrogatory No. 95 on the grounds that it seeks information that is not within BellSouth's possession, custody or control and it seeks to impose an obligation on BellSouth to respond on behalf of its subsidiaries or affiliates. BellSouth further objects to this interrogatory on the grounds that it is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence. BellSouth does not intend to provide a further response to this Interrogatory.

REQUEST NO. 99: How many mass-market long distance customers has BellSouth obtained in BellSouth's nine-state region by quarter since its entry to a State's interLATA long distance market? What percentage of those customers are also BellSouth local customers? Does BellSouth offer the same bundled local/long distance package throughout its service territory?

RESPONSE: BellSouth objects to Interrogatory No. 99 on the grounds that it is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence. BellSouth further objects to this interrogatory to the extent that it seeks information that is not within BellSouth's possession, custody or control and it seeks to impose an obligation on BellSouth to respond on behalf of its subsidiaries or affiliates. BellSouth does not intend to provide a further response to this Interrogatory.

REQUEST NO. 100: What period of time does BellSouth use to define a winback (and therefore churn)? How many mass-market local winbacks has BellSouth achieved in BellSouth's nine-state region by quarter since 1999? What percentage of those customers receive a bundle of services that include interLATA long distance service?

RESPONSE: BellSouth has received an objection from AT&T in Florida in response to BellSouth's request (#33) seeking AT&T's churn information. Clearly, a CLEC's actual churn information is relevant to the analysis of an efficient CLEC model. BellSouth objects to Interrogatory No. 100 on the grounds that it is not relevant to the subject matter of this docket and is not

reasonably calculated to lead to the discovery of admissible evidence. While CLEC-specific data is relevant to any analysis the Authority may perform concerning the ability of a CLEC to deploy switches to serve mass market customers, ILEC data is not relevant to this analysis. BellSouth does not intend to provide a further response to this Interrogatory.

REQUEST NO. 104: Please provide BellSouth's variable costs and marginal costs for local, long distance and broadband services individually and as part of a bundled offering.

RESPONSE: BellSouth objects to Interrogatory No. 104 on the grounds that it is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence. BellSouth further objects to this interrogatory to the extent that it seeks information that is not within BellSouth's possession, custody or control and it seeks to impose an obligation on BellSouth to respond on behalf of its subsidiaries or affiliates. BellSouth does not intend to provide a further response to this Interrogatory.

REQUEST NO. 106: On an individual central office, end office, and serving wire center basis, please provide the recent history of line growth/line loss for a) primary voice lines; b) additional voice lines; c) broadband/data lines.

RESPONSE: BellSouth objects to Interrogatory No. 106(c) on the grounds that it is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence. While CLEC specific data is relevant to any analysis the Authority may perform

concerning the ability of a CLEC to deploy switches to serve mass market customers, ILEC data is not relevant to this analysis. BellSouth does not intend to provide a further response to this Interrogatory.

REQUEST NO. 108: Identify and describe any constraints (if any) on BellSouth's ability to a) reduce prices in relation to some measure of cost (e.g., price floor based on TELRIC); b) target price reductions to geographic areas; and c) target price reductions to types of customers (including individual customers).

RESPONSE: BellSouth objects to Interrogatory No. 108 on the grounds that it is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence. While CLEC specific data is relevant to any analysis the Authority may perform concerning the ability of a CLEC to deploy switches to serve mass market customers, ILEC data is not relevant to this analysis. BellSouth does not intend to provide a further response to this Interrogatory.

REQUEST NO. 109: Please provide BellSouth's current and planned bundling of local voice service, long distance voice service and/or data/broadband Internet access.

RESPONSE: BellSouth objects to Interrogatory No. 109 on the grounds that it is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence. BellSouth further objects to this interrogatory to the extent that it seeks information that is not within BellSouth's possession, custody or control and it seeks to impose

an obligation on BellSouth to respond on behalf of its subsidiaries or affiliates. BellSouth does not intend to provide a further response to this Interrogatory.

REQUEST NO. 112: Please provide, by central office, by month, for the past 12 months, the following information for BellSouth's nine-state region:

- a) % of originating calls which are intra switch;
- b) % of originating calls which are inter-switch – local;
- c) % of originating calls intra-LATA long distance;
- d) % of originating calls inter-LATA intrastate; and
- e) % of originating calls inter-LATA interstate

RESPONSE: BellSouth objects to Interrogatory No. 112 on the grounds that it is overly broad, unduly burdensome, and oppressive. BellSouth estimates that responding to this Interrogatory would require BellSouth to pull 96,000 records and there is no existing program in place to pull this data. Consequently, to retrieve this data, BellSouth would have to develop specific software at an estimated cost of tens of thousands of dollars. Thus, this Interrogatory places an undue burden upon BellSouth, and BellSouth does not intend to provide a further response.

SPECIFIC OBJECTIONS TO FIRST REQUESTS FOR PRODUCTION

REQUEST NO. 24: Provide all internal documents that refer, relate to, or discuss the profitability of BellSouth engaging in UNE-based competition to serve

residential and/or business customers served by analog loops (hereinafter "mass-market customers") in any out-of-region area.

- a) Identify each operational and economic factor BellSouth believes is appropriate to consider in making a determination whether to implement, continue, expand or curtail any out-of-region local market entry strategy.
- b) Provide all documents that refer or relate to any operational or economic issue BellSouth has encountered in any effort BellSouth has made to implement or expand its out-of-region local market entry strategy.

RESPONSE: BellSouth objects to Request for Production No. 24 on the grounds that it seeks information that is not within BellSouth's possession, custody or control and it seeks to impose an obligation on BellSouth to respond on behalf of its subsidiaries or affiliates. BellSouth further objects to this interrogatory on the grounds that it is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence. Moreover, BellSouth objects to the extent the request seeks "out of region" information, which is beyond the scope of the granular, Tennessee-specific analysis to be undertaken by the Authority. BellSouth does not intend to provide a further response to this Request.

REQUEST NO. 25: Provide all documents that analyze out-of-region local market entry that have been reviewed, considered, or evaluated by BellSouth

regarding entry to serve "mass-market" retail customers using self-provided switching since passage of the 1996 Telecom Act.

RESPONSE: BellSouth objects to Request for Production No. 25 on the grounds seeks information that is not within BellSouth's possession, custody or control and it seeks to impose an obligation on BellSouth to respond on behalf of its subsidiaries or affiliates. BellSouth further objects to this interrogatory on the grounds that it is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence. Moreover, BellSouth objects to the extent the request seeks "out of region" information, which is beyond the scope of the granular, Tennessee-specific analysis to be undertaken by the Authority. BellSouth does not intend to provide a further response to this Request.

REQUEST NO. 26: Provide all documents that refer, relate to, or discuss the examination or consideration by BellSouth whether to lease switching capacity from others as part of its out-of-region local market entry strategy to serve "mass-market" customers.

RESPONSE: BellSouth objects to Request for Production No. 26 on the grounds seeks information that is not within BellSouth's possession, custody or control and it seeks to impose an obligation on BellSouth to respond on behalf of its subsidiaries or affiliates. BellSouth further objects to this interrogatory on the grounds that it is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence. Moreover, BellSouth objects to the extent the request

seeks "out of region" information, which is beyond the scope of the granular, Tennessee-specific analysis to be undertaken by the Authority.

BellSouth does not intend to provide a further response to this Request.

REQUEST NO. 27: Provide all documents that refer, relate to, or discuss the examination or consideration by BellSouth of offering wholesale switching in any out-of-region local market.

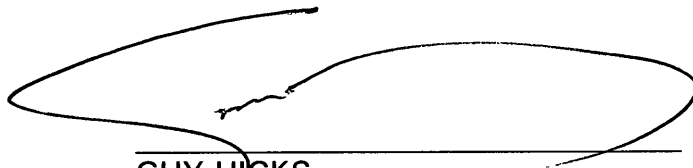
RESPONSE: BellSouth objects to Request for Production No. 27 on the grounds seeks information that is not within BellSouth's possession, custody or control and it seeks to impose an obligation on BellSouth to respond on behalf of its subsidiaries or affiliates. BellSouth further objects to this interrogatory on the grounds that it is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence. Moreover, BellSouth objects to the extent the request seeks "out of region" information, which is beyond the scope of the granular, Tennessee-specific analysis to be undertaken by the Authority. BellSouth does not intend to provide a further response to this Request.

REQUEST NO. 31: Referring to Interrogatory No. 108, please produce all documents referring or relating to any strategic behavior (pricing offers, advertising campaigns, packaged offerings, waiver of fees, term contract offerings, marketing strategies) BellSouth has evaluated or implemented in consideration of one or more CLEC's planned or actual entry into a local service market.

RESPONSE: BellSouth objects to Request for Production No. 31 on the grounds that it is not relevant to the subject matter of this docket and is not reasonably calculated to lead to the discovery of admissible evidence. While CLEC specific data is relevant to any analysis the Authority may perform concerning the ability of a CLEC to deploy switches to serve mass market customers, ILEC data is not relevant to this analysis. BellSouth does not intend to provide a further response to this Request.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

A handwritten signature in black ink, appearing to read "Guy Hicks", is written over a horizontal line. The signature is stylized with a large loop and a trailing flourish.

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CERTIFICATE OF SERVICE

I hereby certify that on November 6, 2003, a copy of the foregoing document was served on the parties of record, via the method indicated:

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A handwritten signature in black ink, consisting of a large, sweeping loop followed by a horizontal line, positioned above a solid horizontal line.